

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

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|--------------|---|-------------------------|
| IN RE: | § | |
| | § | CHAPTER 11 |
| THINK3 INC., | § | |
| | § | CASE NO. 11-11252 (hcm) |
| DEBTOR. | § | |

**JOINDER OF VERSATA FZ-LLC IN SUPPORT OF
DEBTOR'S CHAPTER 11 PETITION AND FIRST DAY MOTIONS**

Versata FZ-LLC ("Versata"), by its counsel, Morrison & Foerster LLP and Fulbright & Jaworski L.L.P., hereby submits this joinder (the "Joinder") in support of certain of the first day motions ("First Day Motions") of Think3 Inc. (the "Debtor"), debtor and debtor-in-possession in the above-referenced chapter 11 case. For the reasons set forth herein and more fully explained in the Affidavit and Statement of Kumar Vikas in Support of the Joinder (the "KV Affidavit"), filed contemporaneously herewith and attached hereto as **Exhibit A**, Versata joins in and supports the relief sought by the Debtor in its First Day Pleadings.

BACKGROUND

1. On May 18, 2011 (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. § 101, et seq. (as amended, the "Bankruptcy Code"). The Debtor is a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. Contemporaneously with the filing of the petition, the Debtor filed the following First Day Pleadings: (i) Emergency Application of the Debtor Pursuant to 11 U.S.C. § 363, *Nunc Pro Tunc* to the Petition Date, to Employ and Retain AP Services, LLC and Designate Rebecca A. Roof as Chief Restructuring Officer to the Debtor; (ii)

Debtor's Emergency Motion for Order (1) Authorizing Continued Use of Existing Business Forms and Records; and (2) Authorizing Maintenance of Existing Corporate Bank Accounts and Cash Management System; (iii) Debtor's Emergency Motion for Interim and Final Orders (I) Authorizing Secured Postpetition Financing, (II) Granting Security Interests and According Superpriority Administrative Claim Status, and (III) Scheduling Final Hearing; and (iv) Debtor's Emergency Motion to Extend Deadline to File Bankruptcy Schedules and Statement of Financial Affairs.

3. Versata is a company organized and existing under the laws of the Dubai Technology and Media Free Zone, with its principal place of business located at 707-708 Al Thurayal, Dubai Media City, Dubai, United Arab Emirates. Versata is a creditor of the Debtor pursuant to a Technology License Agreement dated as of October 7, 2010 between the Debtor and Versata, as set forth more fully in the Civil Action No. 1:11 cv 404 in the U.S. District Court for the Western District of Texas-Austin Division, entitled Versata FZ-LLC v. Think3 Inc., filed by Versata against the Debtor on May 16, 2011. A copy of the complaint commencing the Civil Action is attached as Exhibit A to the KV Declaration.

JOINDER TO THE DEBTOR'S FIRST DAY MOTIONS

4. For the reasons set forth in the KV Affidavit, Versata supports the Debtor's efforts to seek bankruptcy relief in this Court generally because Versata believes chapter 11 relief provides the greatest protection for the Debtor's global creditors. In addition, Versata supports and joins in (i) the Emergency Application of the Debtor Pursuant to 11 U.S.C. § 363, *Nunc Pro Tunc* to the Petition Date, to Employ and Retain AP Services, LLC and Designate Rebecca A. Roof as Chief Restructuring Officer to the

Debtor (the “Motion to Appoint a CRO”); and (ii) the Debtor’s Emergency Motion for Interim and Final Orders (I) Authorizing Secured Postpetition Financing, (II) Granting Security Interests and According Superpriority Administrative Claim Status, and (III) Scheduling Final Hearing (the “DIP Motion”).

WHEREFORE, Versata respectfully requests that the Court grant the Motion to Appoint a CRO as well as the DIP Motion, and grant such other and further relief as the Court may deem just and proper.

Dated this the 19th day of May, 2011.

Respectfully submitted,

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ATTORNEYS FOR VERSATA FC-LLC

*Pro hac vice admission pending.

CERTIFICATE OF SERVICE

I hereby certify that on the 19th day of May, 2011, I electronically filed the foregoing Joinder using the CM/ECF system and that true and correct copies of the Joinder have been served on the parties on the attached Service List via the CM/ECF system and/or first class mail.

/s/ *Berry D. Spears*
Berry D. Spears

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